

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MARYLAND  
(BALTIMORE)**

ORRSTOWN BANK

\*

Plaintiff,

\*

v.

\* Civil Action No. 1:12-CV-00345-RDB

ARES INVESTMENTS GROUP, et al.,

\*

Defendants.

\*

\* \* \* \* \*

**MOTION TO VACATE OR,  
IN THE ALTERNATIVE, TO OPEN CONFESSED JUDGMENTS**

Defendants Ares Investment Group, LLC (“Ares”); Aristaeus, LLC (“Aristaeus”); Aristodemos Capital Group, LLC (“Aristodemos”); Ariston Real Estate Group, LLC (“Ariston”); Catania USA, LLC (“Catania”); Have A Bowl, LLC (“Have A Bowl”); Northwind Townhomes, LLC (“Northwind”); Polar, LLC (“Polar”); and Ugo, LLC (“Ugo”) (collectively, the “Entity Defendants”), and Morris Azadi (“Morris”), Ash Azadi (“Ash”), and Simin Azadi (“Simin”) (collectively, the “Individual Defendants” or the “Azadis” and together with the Entity Defendants, collectively, the “Defendants”), by their undersigned counsel, pursuant to Local Rule 108 hereby files this Motion to Vacate or, in the Alternative, to Open Confessed Judgments (the “Motion”) and for reasons state:

1. The Complaint for Confession of Judgment and Breach of Contract (the “Complaint”) and accompanying Affidavit, filed on behalf of Orrstown Bank (alternatively,

“Orrstown,” the “Bank” or the “Plaintiff”), fail to provide the requisite specificity for obtaining confessed judgments.

2. The Complaint should be stricken for failure to comply with Rule 5.2 of the Federal Rules of Civil Procedure and Local ECF Electronic Filing Requirements and Procedures Manual, Section IV.

3. The Defendants have affirmative claims against the Plaintiff for breach of contractual obligations, and in particular, the implied covenant of good faith and fair dealing; misrepresentation and non-disclosure which, at minimum, constitute set-offs, requiring the opening of the confessed judgments.

4. Defendants adopt by reference as if set forth in fully herein the Memorandum of Points and Authorities in Support of Motion to Vacate or, in the Alternative, to Open Confessed Judgments, which was filed contemporaneously herewith.

WHEREFORE, Defendants request this Court enter an Order

- A. Granting the instant Motion;
- B. Vacating all of the confessed judgments entered in this case or, alternatively, opening the confessed judgments; and
- C. Granting such other and further relief as this Court deems just and proper under the circumstances.

Respectfully submitted,

/s/ Gary S. Posner

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*Counsel for the Defendants*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on this 9<sup>th</sup> day of April, 2012, a copy of the foregoing *Motion to Vacate or, in the Alternative, Open Confessed Judgments*, along with the *Memorandum in Support*, a *Request for Hearing* and a proposed form of *Order*, was sent, via the Court's ECF system, electronic mail and first class, United States mail, postage prepaid, to:

Daniel Patrick Moylan, Esquire  
Matthew Ryan Alsip, Esquire  
Christine C. Carey, Esquire  
Venable LLP  
210 W. Pennsylvania Avenue  
Suite 500  
Towson, Maryland 21204

/s/ Gary S. Posner  
Gary S. Posner